



## ESR-REIT

(Constituted in the Republic of Singapore pursuant to a trust deed dated 31 March 2006 (as amended))

### NOTICE OF EXTRAORDINARY GENERAL MEETING OF UNITHOLDERS OF ESR-REIT

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of the unitholders of ESR-REIT ("**Unitholders**") will be convened and held at Suntec Singapore Convention & Exhibition Centre, Level 4, Hall 406, 1 Raffles Boulevard, Singapore 039593, 23 April 2025 (Wednesday) at 12.00 p.m. (Singapore time) (or as soon thereafter as the Annual General Meeting of ESR-REIT to be held at 10.00 a.m. on the same day is concluded or adjourned), to consider and, if thought fit, to pass, with or without modifications, the following resolution:

#### ORDINARY RESOLUTION

##### THE PROPOSED UNIT CONSOLIDATION

That:

- (i) approval be and is hereby given for all the units in ESR-REIT ("**Units**") in issue as at the Record Date (as defined in the circular dated 1 April 2025 (the "**Circular**") issued to Unitholders in connection with the Proposed Unit Consolidation (as defined herein)) to be consolidated by consolidating every ten (10) Units held as at the Record Date into one (1) Unit ("**Consolidated Unit**") with effect from the date to be determined by the directors of ESR-REIT Management (S) Limited, as manager of ESR-REIT (the "**Manager**" and the directors of the Manager, the "**Directors**") and in the manner set out in the Circular (the "**Proposed Unit Consolidation**"); and
- (ii) approval be and is hereby given for any fraction of a Consolidated Unit which may arise from the Proposed Unit Consolidation to be rounded up; and
- (iii) the Manager, any Director, and Perpetual (Asia) Limited, as trustee of ESR-REIT (the "**Trustee**"), be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee, may consider expedient or necessary or in the interests of ESR-REIT to give effect to Proposed Unit Consolidation, and all transactions contemplated under the Proposed Unit Consolidation, and in this connection, the board of directors of the Manager (the "**Board**") be hereby authorised to delegate such authority to such persons as the Board deems fit.

#### Explanatory note:

The Ordinary Resolution above, if passed, will empower the Manager to consolidate the number of Units in issue on a 10:1 basis.

#### BY ORDER OF THE BOARD

##### ESR-REIT Management (S) Limited

As Manager of ESR-REIT

(Company Registration No.: 200512804G, Capital Markets Services Licence No.: CMS 100132)

##### Adrian Chui

Chief Executive Officer and Executive Director

1 April 2025

**Notes:**

1. ESR-REIT will be conducting the EGM in a wholly physical format at Suntec Singapore Convention & Exhibition Centre, Level 4, Hall 406, 1 Raffles Boulevard, Singapore 039593 on 23 April 2025 (Wednesday) at 12.00 p.m. (Singapore time) (or as soon thereafter as the Annual General Meeting of ESR-REIT to be held at 10.00 a.m. on the same day is concluded or adjourned). Any reference to a time of day is made by reference to Singapore time.
2. **Submission of Questions:**
  - (a) All Unitholders, CPF/SRS investors and Relevant Intermediary Unitholders will be able to submit questions in advance of, or at, the EGM.
  - (b) In addition, all Unitholders, CPF/SRS investors and Relevant Intermediary Unitholders can and are strongly encouraged to submit questions relating to the business of the EGM in advance of the EGM up till **11 April 2025 (Friday), 5.00 p.m.**, in the following manner:
    - (i) Unitholders may submit their questions via email to [ir@esr-reit.com.sg](mailto:ir@esr-reit.com.sg) or by post addressed to Investor Relations at 5 Temasek Boulevard #12-09 Suntec Tower Five Singapore 038985. Submission electronically by email is strongly encouraged; and
    - (ii) Relevant Intermediary Unitholders (including CPF/SRS investors) may submit questions through their Relevant Intermediary (including CPF Agent Banks/SRS Operators), who in turn should submit a consolidated list of questions to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.teame@boardroomlimited.com](mailto:srs.teame@boardroomlimited.com).
  - (c) Unitholders, CPF/SRS investors and Relevant Intermediary Unitholders who submit questions in advance of the EGM should provide the following information to the Manager (or, in the case of Relevant Intermediary Unitholders, their Relevant Intermediary) for verification purposes:
    - (i) your full name;
    - (ii) your address, contact number and email; and
    - (iii) the manner in which you hold Units (if you hold Units directly, please provide your CDP account number; otherwise, please state if you hold your Units through CPF or SRS, or are a Relevant Intermediary Unitholder).
  - (d) The Manager will address all substantial and relevant questions received in advance, via an announcement on SGXNET via the SGX-ST's website at <https://www.sgx.com/securities/company-announcements> and ESR-REIT's website at <https://esr-reit.listedcompany.com/meetings.html> by **18 April 2025 (Friday), 12.00 p.m.** (being 48 hours prior to the closing date and time for the lodgement of proxy forms (the "EGM Proxy Form")).
  - (e) Any substantial and relevant questions or follow-up questions received after the submission deadline which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM itself, will be addressed during the EGM.
  - (f) Where substantially similar questions are received, the Manager will consolidate such questions and consequently, not all questions may be individually addressed.
  - (g) The Manager will publish the minutes of the EGM on ESR-REIT's website and on SGXNET within one month after the EGM, and the minutes will include the substantial and relevant comments or queries from the Unitholders relating to the agenda of the EGM, and responses from the Manager.

### 3. Voting by Unitholders

Unitholders who wish to exercise their voting rights at the EGM may:

- (i) (where the Unitholder is an individual) attend, speak and vote at the EGM in person;
- (ii) (where the Unitholder is an individual or a corporate) appoint proxy(ies) (other than the Chairperson of the EGM) to attend, speak and vote at the EGM on their behalf; and
- (iii) (where the Unitholder is an individual or a corporate) appoint the Chairperson of the EGM as proxy to vote on their behalf.

Live voting will be conducted during the EGM.

Unitholders who wish to appoint proxy(ies) (other than the Chairperson of the EGM) to attend, speak and vote at the EGM on their behalf must complete and submit the EGM Proxy Form in accordance with the instructions below.

Duly completed EGM Proxy Forms must be deposited with ESR-REIT:

- (i) via post to the office of the Unit Registrar of ESR-REIT at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
- (ii) via email to [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com) (by enclosing a clear, scanned, completed and signed EGM Proxy Form in PDF)

Note: Please refer to the Notes to the EGM Proxy Form for additional documentary requirements in the event the EGM Proxy Form is signed by an attorney or duly authorised officer or executor(s) on behalf of a deceased individual's estate.

EGM Proxy Forms must be received by ESR-REIT by 20 April 2025 (Sunday), 12.00 p.m. (being 72 hours before the time appointed for the holding of the EGM). EGM Proxy Forms can be downloaded from ESR-REIT's website at <https://esr-reit.listedcompany.com/meetings.html> or the SGX-ST's website <https://www.sgx.com/securities/company-announcements>. In the EGM Proxy Form, a Unitholder should specifically direct the proxy on how he/she is to vote for, vote against, or abstain from voting on, each of the resolution to be tabled at the EGM. All valid votes cast via proxy on each resolution will be counted. If no specific direction as to voting is given, the proxy (including the Chairperson of the EGM) may vote or abstain from voting at his/her discretion.

Completion and submission of the EGM Proxy Form shall not preclude a Unitholder from attending, speaking and voting at the EGM. Any appointment of a proxy or proxies (including the Chairperson of the EGM) shall be deemed to be revoked if a Unitholder attends the EGM, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the EGM Proxy Form to the EGM.

A Unitholder (who is not a Relevant Intermediary) is entitled to appoint one or two proxies to attend and vote in his/her/its stead. A proxy need not be a Unitholder. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the number of Units to be represented by each proxy.

A Unitholder who is a Relevant Intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints two or more proxies, the appointments shall be invalid unless such Unitholder specifies the number of Units to be represented by each proxy.

In this Notice of EGM, "**Relevant Intermediary**" means:

- (i) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
- (ii) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 and who holds Units in that capacity; or
- (iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**Unitholders are strongly encouraged to submit completed EGM Proxy Forms via email. Please refer to the EGM Proxy Form for further information.**

#### 4. Voting by Relevant Intermediary Unitholders and CPF/SRS Investors:

Relevant Intermediary Unitholders and CPF/SRS investors who wish to vote at the EGM should approach their respective Relevant Intermediaries/CPF Agent Banks/SRS Operators as soon as possible. In the case of CPF/SRS investors, they must do so at least **seven working days** before the EGM (i.e. **by 10 April 2025 (Thursday), 5.00 p.m.**).

Relevant Intermediary Unitholders and CPF/SRS investors may:

- (i) attend, speak and vote at the EGM, if they are appointed as proxies by their respective Relevant Intermediaries/CPF Agent Banks/SRS Operators; and
- (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective Relevant Intermediaries/CPF Agent Banks/SRS Operators (in the case of CPF/SRS investors, by the date specified above).

**Documents and information relating to the EGM (including this Notice of EGM, Circular to Unitholders and the EGM Proxy Form) are available on ESR-REIT's website at <https://esr-reit.listedcompany.com/meetings.html>, and on the SGX-ST's website at <https://www.sgx.com/securities/company-announcements>. Unitholders and CPF/SRS investors can scan the QR Code below to access ESR-REIT's Circular to Unitholders and the EGM Proxy Form.**



**For Unitholders' convenience, printed copies of this Notice of EGM, the EGM Proxy Form and the Request Form for Unitholders to request for a printed copy of the Circular (the "Request Form") have been despatched to Unitholders.**

**Printed copies of the Circular will not be despatched to Unitholders, unless otherwise requested and have been published on ESR-REIT's website at <https://esr-reit.listedcompany.com/meetings.html>.**

**Unitholders may request for printed copies of the Circular by completing and returning the Request Form to the Manager by 9 April 2025 (Wednesday), 5.00 p.m..**

**Unitholders should note that the manner of conduct of the EGM may be subject to further changes at short notice. Unitholders are advised to check ESR-REIT's website at <https://esr-reit.listedcompany.com/meetings.html> and SGXNET regularly for updates. Alternatively, Unitholders may sign up for email alerts at [https://esr-reit.listedcompany.com/email\\_alerts.html](https://esr-reit.listedcompany.com/email_alerts.html) to receive the latest updates.**

#### PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, (b) registering for the EGM in accordance with this Notice of EGM, and/or (c) submitting any question relating to the business of the EGM in advance of the EGM in accordance with this Notice of EGM, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and/or the Trustee (or their agents or service providers) for the following purposes (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and/or the Trustee (or their agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and/or the Trustee (or their agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) agrees to provide the Manager and/or the Trustee with written evidence of such prior consent upon reasonable request, and (iv) agrees that the Unitholder will indemnify ESR-REIT, the Manager and the Trustee (or their agents or service providers) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty:

- 1 the processing, administration and analysis by the Manager and/or the Trustee (or their agents or service providers) of instruments appointing a proxy(ies) and/or representative(s) for the EGM (including any adjournment thereof);
- 2 the processing of the registration for purposes of verifying the status of Unitholders, granting access to Unitholders (or their duly appointed proxy(ies)) to the EGM and providing them with any technical assistance where necessary;
- 3 the addressing of relevant and substantial questions received from Unitholders in advance of the EGM and, if necessary, the following up with the relevant Unitholders in relation to such questions;
- 4 the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- 5 in order for the Manager and the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.